

## AMENDMENT 1 to Appendix NNH15ZOA001N-15STMD-001

A key goal of this Appendix is to stimulate the United States (U.S.) commercial space industry to deliver technologies and capabilities needed for future NASA, other government agency, and commercial missions. With the recent increase of U.S. private sector companies interested in space applications, NASA is seeking U.S. commercial space technologies that are at a “tipping point” in their development. NASA is interested in advancing these new capabilities to a point that U.S. industry would complete and qualify them for market without further government investments. These technologies should provide a substantial benefit to both the U.S. commercial and government sectors once the validation/demonstration project completes.

In keeping with NASA’s Space Technology Mission Directorate (STMD) goals noted above, the purposes of this amendment are to: 1) further define the eligibility requirements for foreign participation as it relates to: a) lead proposal submissions, b) teaming partners, and c) corporate/customer contributions; 2) define the term “end-user” as it relates to the description of corporate/customer contribution in Section 4.0 of the Appendix; 3) revise NASA’s answers to Frequently Asked Questions (FAQs) numbers 41, 42, and 43 related to foreign participation; and 4) extend the proposal due date from July 23, 2015 to August 3, 2015. Accordingly, the following changes are hereby made to the Appendix:

1. The proposal due date listed on the Appendix Cover page is changed to read “**August 3, 2015**”.
2. The **Eligibility** requirements stated on page iii are hereby deleted in their entirety and the following is substituted in lieu thereof:

**“Eligibility:** Proposed efforts to this Appendix must be led by U.S. industry defined as for-profit businesses that are incorporated in the United States of America. NASA will not consider proposals that do not include a U.S. industry business as the lead proposer. **However, this does not preclude U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign firm.** Recent market research activities indicate that the U.S. commercial space sector offers promising “tipping point” technologies with commercialization potential that aligned with NASA goals and objectives. The offeror may propose any teaming arrangement (e.g. academia, non-profit, FFRDC, NASA civil servants, JPL) that optimizes affordability and the potential for rapid development and infusion of the space technology. **Teaming partners must also be U.S. domestic entities. However, this does not preclude teaming with U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign entity. Also, it does not preclude teaming with non-profit U.S. domestic entities that operate in the U.S. and also have an affiliation with a foreign entity.** Partnerships with NASA civil servants and Jet Propulsion Laboratory employees are strongly encouraged. Only one proposal per topic per offeror is permitted. Proposals may NOT cross topics.”

3. The Proposal Due date listed under **Key Dates** on page iv is changed read “**August 3, 2015**”.

4. Paragraph 1, Award Type listed under Section 2.0, **Award Information**, is deleted in its entirety, and the following is substituted in lieu thereof:

"Award Type: Firm Fixed Priced contracts with milestone payments. All awards will require a Corporate and/or Customer Contribution of at least 25% of the total proposed firm-fixed price. Corporate contributions are defined as direct contributions from the lead **U.S.** commercial proposal organization. Customer contributions are defined as direct contributions from a **U.S.** government or commercial organization that intends to utilize the resultant capability in a specifically defined application. **In order to count towards the 25% contribution requirement, corporate and customer contributions from for-profit organizations, must come from U.S. for-profit companies that are incorporated and operate in the U.S. However, this does not preclude U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign firm. Additionally, corporate and customer contributions coming from non-profit and other non-government entities will only count towards the 25% requirement if such contributions come from U.S. domestic entities that operate in the U.S. However, this does not preclude such U.S. domestic entities that operate in the U.S. and also have affiliations with foreign entities. Customer contributions coming from government organizations must come from U.S. government organizations in order to count towards the 25% requirement. Non U.S. entities may provide contributions. However, it will not be counted toward the 25% corporate/customer contribution requirement, but will be evaluated under the Value Proposition criterion. Contributions of greater than 25% are strongly encouraged and will improve the Price and Value Proposition evaluation portions of the proposal. Offerors are required to develop their technical approach and price proposal in distinct and severable phases (e.g. pre-flight phase and flight phase). Specific instructions on project phasing are contained in Section 4.0 – Proposal Submission Information and in the Technology Topic Attachments to this Appendix. Note: In certain unusual circumstances NASA may elect to award cost type contracts (e.g. complex ground demonstration or flight projects that involve significant risk)."**

5. Section **3.0 Eligibility Information**, is hereby deleted in its entirety, and the following is substituted in lieu thereof:

### **"3.0 ELIGIBILITY INFORMATION**

Recent market research activities indicated that U.S private sector industry provides the most compelling "tipping point" technologies combined with promising capabilities that align with the goals and objectives of this Appendix. Furthermore, for-profit **U.S.** businesses are more likely to provide NASA-funded capabilities back to the open market. Accordingly, proposals will only be accepted from for-profit offerors that are incorporated in the United States of America. **However, this does not preclude U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign firm.** The offerors are encouraged to propose teaming arrangements (e.g. academia, non-profit, FFRDC, NASA civil servants, JPL) that optimizes the potential for rapid development and infusion of the space technology. **Teaming partners must also be U.S. domestic entities. However, this does not preclude teaming with U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign entity. Also, it does not preclude teaming with non-profit U.S. domestic entities that operate in the U.S. and also**

have an affiliation with a foreign entity. Partnerships with NASA civil servants and Jet Propulsion Laboratory employees are highly encouraged.”

6. The 1<sup>st</sup> paragraph entitled **Corporate/Customer Contribution**, listed under Section 3.2, **Other Eligibility Limitations**, is hereby deleted in its entirety, and the following is substituted in lieu thereof:

**“Corporate/Customer Contribution:** For responses to this Appendix, a combined corporate and/or customer contribution of at least 25% of the total proposed firm-fixed price is required. Corporate contributions are defined as direct contributions from the lead commercial proposal organization. Customer contributions are defined as direct contributions from a government or commercial organization that intends to utilize the resultant capability in a specifically defined application. In order to count towards the 25% contribution requirement, corporate and customer contributions from for-profit organizations, must come from U.S. for-profit companies that are incorporated and operate in the U.S. However, this does not preclude U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign firm. Additionally, corporate and customer contributions coming from non-profit and other non-government entities will only count towards the 25% requirement if such contributions come from U.S. domestic entities that operate in the U.S. However, this does not preclude such U.S. domestic entities that operate in the U.S. and also have affiliations with foreign entities. Customer contributions coming from government organizations must come from U.S. government organizations in order to count towards the 25% requirement. Non U.S. entities may provide contributions. However, it will not be counted toward the 25% corporate/customer contribution requirement, but will be evaluated under the Value Proposition criterion. Corporate and customer contributions must: (1) provide for a necessary element advancing the project objectives, (2) be quantifiable and documented, and (3) be incurred after the period of performance start date in the contract (i.e. “Sunk” costs are NOT allowable in calculating corporate/customer contribution). Contributions may be in the form of direct labor, travel, consumables or other in-kind contributions that directly advance the objectives of the proposed effort. For this Appendix, cash and non-cash contributions from other federal agencies, are acceptable as customer contributions and can count towards the 25% contribution requirement as well as improving the Value Proposition provided that such federal agencies are end-users of the technology. An end-user is defined as a customer/stakeholder from a government or commercial organization that intends to utilize the resultant capability in a specifically defined application/mission. For this solicitation, NASA Centers and government technology development organizations are not considered end-users. Contributions from NASA Centers and other government technology development organizations (i.e. non-end user organizations) will count towards improving the Value Proposition evaluation criterion. Contributions of greater than 25% are strongly encouraged and will improve the Price and Value Proposition evaluation criterion. Full details on the criteria and procedures associated with the corporate contribution are provided in Section 4.0, Proposal Submission Information.”

7. Section 3.3, **Foreign Participation**, is hereby deleted in its entirety, and the following is substituted in lieu thereof:

### **“3.3 Foreign Participation**

Proposals will only be accepted from for-profit offerors that are incorporated in the United States of America. However, this does not preclude U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign firm. The offerors are encouraged to propose teaming arrangements (e.g. academia, non-profit, FFRDC, NASA civil servants, JPL) that optimizes the potential for rapid development and infusion of the space technology. Teaming partners must also be U.S. domestic entities. However, this does not preclude teaming with U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign entity. Also, it does not preclude teaming with non-profit U.S. domestic entities that operate in the U.S. and also have an affiliation with a foreign entity. Partnerships with NASA civil servants and Jet Propulsion Laboratory employees are highly encouraged.”

8. The definition of **Corporate/Customer Contribution** listed under Paragraph 3 - **Price Proposal, Corporate/Customer Contribution, and Milestone Payment Schedule** of Section 4.0, **Proposal Submission Information**, is hereby deleted in its entirety, and the following is substituted in lieu thereof:

**“Corporate/Customer Contribution:** For responses to this Appendix, a combined corporate and/or customer contribution of at least 25% of the total project price is required. The total value of the contribution shall be included as a separate line in the price proposal as shown in Attachment 6. Offerors shall support the proposed total amount in Attachment 6 by providing a list of proposed corporate and customer contributions, including amount, purpose, source, and status. Corporate contributions are defined as direct contributions from the lead commercial proposal organization. Customer contributions are defined as direct contributions from a government or commercial organization that intends to utilize the resultant capability in a specifically defined application. In order to count towards the 25% contribution requirement, corporate and customer contributions from for-profit organizations, must come from U.S. for-profit companies that are incorporated and operate in the U.S. However, this does not preclude U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign firm. Additionally, corporate and customer contributions coming from non-profit and other non-government entities will only count towards the 25% requirement if such contributions come from U.S. domestic entities that operate in the U.S. However, this does not preclude such U.S. domestic entities that operate in the U.S. and also have affiliations with foreign entities. Finally, customer contributions coming from government organizations must come from U.S. government organizations in order to count towards the 25% requirement. Non U.S. entities may provide contributions. However, it will not be counted toward the 25% corporate/customer contribution requirement, but will be evaluated under the Value Proposition criterion. Corporate or customer contributions may include any aspect of the total project life cycle costs such as contributions of equipment, property, facilities or services. Note: While all contributions that reduce the STMD costs to develop the technology are welcome, a higher

value is placed on contributing resources coming from a stakeholder/customer as opposed to a technology developer.

Criteria and procedures for the allowability and allocability of cash and non-cash contributions shall be governed by FAR Parts 30 and 31, and NFS Parts 1830 and 1831. Corporate and customer contributions must: (1) provide for a necessary element advancing the project objectives, (2) be quantifiable and documented, and (3) be incurred after the period of performance start date in the contract (i.e. "Sunk" costs are NOT allowable in calculating corporate/customer contribution). Note: Something that is proposed as a non-cash contribution for the project may be counted as a contribution at the time-use equivalent current fair market value, even though it may have been acquired at some point in the past. Furthermore, development costs for an item or a service that were incurred prior to the period of performance start date of the contract **cannot** be counted as a contribution. Contributions include, but are not limited to: (1) donated equipment/property/facilities by an external source, (2) third party funded non-cash contributions, (3) funding from a third party other than STMD. For this Appendix, cash and non-cash contributions from other federal agencies, are acceptable as customer contributions and can count towards the 25% contribution requirement as well as improving the Value Proposition provided that such federal agencies are end-users of the technology. **An end-user is defined as a customer/stakeholder from a government or commercial organization that intends to utilize the resultant capability in a specifically defined application/mission. For this solicitation, NASA Centers and government technology development organizations are not considered end-users. Contributions from NASA Centers and other government technology development organizations (i.e. non end users organizations) will count towards improving the Value Proposition evaluation criterion.** Other funding such as from the SBIR program or funding from other federal programs is still welcome and will be evaluated under the Value Proposition **criterion**. Cash contributions from federal appropriated funds must be authorized for the proposed purpose and available for obligation. When the contribution is in the form of personal services, the contributor must certify that the amount contributed is comparable to the individual's regular rate of compensation. When contributions are for other than personal services, the provider must state the fair market value of the item. The portion of the technology demonstration mission that is dependent upon cost contributions from a source other than STMD shall be detailed in the proposal accompanied by written indications that such funding or in-kind contribution is consistent with the current planning of the funding source."

9. STMD's response to FAQs 41,42, and 43 are changed to read as follows:

41. Q: Is a contribution for the 25% requirement allowable if it is from a non-U.S. corporation?

**A: In order to count towards the 25% contribution requirement, corporate and customer contributions from for-profit organizations, must come from U.S. for-profit companies that are incorporated and operate in the U.S. However, this does not preclude U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign firm. Additionally, corporate and customer contributions coming from non-profit and other non-government entities will only count towards the 25% requirement if such contributions come from U.S. domestic entities that operate in the U.S. However, this does not preclude such U.S.**

domestic entities that operate in the U.S. and also have affiliations with foreign entities. Finally, customer contributions coming from government organizations must come from U.S. government organizations in order to count towards the 25% requirement. Non U.S. entities may provide contributions. However, it will not be counted toward the 25% corporate/customer contribution requirement, but will be evaluated under the Value Proposition criterion.

42. Q: Is a 25% match contribution by a U.S. corporation allowable if that U.S. corporation is controlled by a non-U.S. entity?

A: In order to count towards the 25% contribution requirement, corporate and customer contributions from for-profit organizations, must come from U.S. for-profit companies that are incorporated and operate in the U.S. However, this does not preclude U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign firm. Additionally, corporate and customer contributions coming from non-profit and other non-government entities will only count towards the 25% requirement if such contributions come from U.S. domestic entities that operate in the U.S. However, this does not preclude such U.S. domestic entities that operate in the U.S. and also have affiliations with foreign entities. Finally, customer contributions coming from government organizations must come from U.S. government organizations in order to count towards the 25% requirement. Non U.S. entities may provide contributions. However, it will not be counted toward the 25% corporate/customer contribution requirement, but will be evaluated under the Value Proposition criterion.

43. Q: Can we have as a subcontractor a U.S. corporation owned by a foreign entity?

A: Teaming partners must be U.S. domestic entities. However, this does not preclude teaming with U.S. for-profit companies that are incorporated and operate in the U.S. and also have an affiliation with a foreign entity. Also, it does not preclude teaming with non-profit U.S. domestic entities that operate in the U.S. and also have an affiliation with a foreign entity.